

NOTIFY

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Attachment 3 & 4

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

SUPERIOR COURT
C.A. NO. 01-1817-C

SHARON DWYER,
JULIE EDWARDS and GEORGE GRAZIANO,
individually and on behalf
of all others similarly situated,

Plaintiffs,

v.

NSTAR ELECTRIC & GAS CORPORATION,
BOSTON EDISON COMPANY,
COMMONWEALTH ELECTRIC COMPANY, and
CAMBRIDGE ELECTRIC LIGHT COMPANY,

Defendants.

**Order Certifying Class For Settlement, Granting Preliminary Approval Of
Settlement And Concerning Notice And Scheduling**

Plaintiffs Sharon Dwyer, Julie Edwards and George Graziano in the above-captioned action (the "Action") and the defendants NSTAR Electric & Gas Corporation, Boston Edison Company ("Boston Edison"), Commonwealth Electric Company ("Commonwealth"), and Cambridge Electric Light Company ("Cambridge") (collectively the "NSTAR Entities"), having made application pursuant to Rule 23 of the Massachusetts Rules of Civil Procedure for an order approving the proposed settlement of the Action in accordance with a Stipulation and Agreement of Compromise and Settlement filed with the Court (the "Settlement" or the "Stipulation"), which sets forth the terms and conditions for the proposed settlement of the claims against the NSTAR Entities and for the dismissal of the claims against the NSTAR Entities with prejudice upon the terms and conditions set forth in the Stipulation; and the Court having read

and considered the Stipulation and accompanying documents; and the parties having consented to the entry of this Order:

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The claims raised against the NSTAR Entities in this Action shall, for the purposes of the Settlement only, be maintained and proceed as a class action pursuant to Rule 23 of the Massachusetts Rules of Civil Procedure, on behalf of the following two classes (the "Settlement Classes") as set forth in the Stipulation:

The Boston Edison Settlement Class is defined as all persons who are located in the Boston Edison service territory and receive electric service from Boston Edison:

- a) who were customers of record of Boston Edison on March 1, 1998, and who subsequently moved to another location within the Boston Edison service area and were placed on default service; and
- b) who have been continuous customers of Boston Edison at all times since March 1, 1998.

The Cambridge/Commonwealth Settlement Class is defined as all persons who are located in the Cambridge/Commonwealth service territories and receive electric service from Cambridge/Commonwealth:

- a) who were customers of record of Commonwealth on March 1, 1998, and who subsequently moved to another location within the Commonwealth service area and were placed on default service, and who have been continuous customers of Commonwealth at all times since March 1, 1998; or
- b) who were customers of record of Cambridge on March 1, 1998, and who subsequently moved to another location within the Cambridge service area and were placed on default service, and who have been continuous customers of Cambridge at all times since March 1, 1998.

The Court determines, for purposes of the Settlement only, that with respect to these classes the requirements of Rules 23 of the Massachusetts Rules of Civil Procedure are satisfied.

2. A hearing (the "Settlement Hearing") shall be held before the Court on

6/3, 2002, at 2:00 p.m. at the Suffolk Superior Court, 90 Devonshire Street, Boston, Massachusetts, 02108: (a) to determine whether the requirements for class certification are met; (b) to determine whether the proposed Settlement of the Action on the terms and conditions provided for in the Stipulation is fair, reasonable and adequate and should be approved by the Court, and whether a judgment as provided in the Stipulation should be entered thereon; and (c) to consider such other matters as may properly come before the Court in connection with the Settlement Hearing. The Court may continue or adjourn the Settlement Hearing, or any adjournment thereof, without further notice to members of the Settlement Class other than by announcement at the Settlement Hearing or any adjournment thereof.

3. The Court, having been preliminarily apprised of the facts and the law, and the terms of the Settlement, finds that the Settlement appears to be fair, reasonable and adequate.

4. For purposes of settlement, the named plaintiffs shall serve as Class Representatives, and plaintiffs' counsel are found to be adequate and competent and are appointed as Class Counsel for the Settlement Class.

5. The Court approves, in form, the Notice of Proposed Class Action Settlement (the "Notice") to be provided to members of the Boston Edison Settlement Class and Cambridge/Commonwealth Settlement Class, attached to the Stipulation as Exhibits E1 and E2, respectively; and finds that the dissemination of the Notice in substantially the manner and form set forth in paragraph 6 of this Order meets the requirements of Rule 23 of the Massachusetts Rules of Civil Procedure and due process, is the best notice practicable under the circumstances, and shall constitute valid, due and sufficient notice to all persons entitled thereto.

6. Beginning no later than ten (10) days following entry of this Order, the

NSTAR Entities shall cause a copy of the Notice to be mailed by first class mail to all persons who are identified as members or potential members of the Settlement Class pursuant to the identification process provided for in the Stipulation.

7. Any member of the Settlement Classes may appear at the Settlement Hearing personally or by counsel, provided that an appearance is served and filed as hereinafter provided, and show cause, if any, why either class should not be certified or the Settlement of the Action should not be approved as fair, reasonable, and adequate, why judgment should not be entered dismissing with prejudice and releasing all claims of all plaintiffs and all members of the Settlement Classes against the NSTAR Entities (as provided for in the Stipulation), or why the Court should not grant an allowance of reasonable fees and expenses to plaintiffs' counsel for their services herein and actual expenses incurred. However, unless the Court otherwise directs, no member of the Settlement Class, or any person (excluding a party), shall be heard or shall be entitled to contest certification and the approval of the terms and conditions of the Settlement or (if approved) the judgment to be entered thereon, or the allowance of fees and expenses to plaintiffs' counsel, and no papers or briefs submitted by any member of the Settlement Classes or any other person (excluding a party) shall be received and considered, except by order of the Court for good cause shown, unless, no later than twenty (20) days prior to the Settlement Hearing, the following documents are served and filed in the manner provided below: (a) a notice of intention to appear; (b) a detailed statement of such person's specific objections to any matter before the Court; (c) documentary proof of membership in the relevant Settlement Class; and (d) the grounds for such objections and any reasons why such person desires to appear and to be heard, as well as all documents and writings which such person desires this Court to consider. Such documents shall be served upon the following counsel prior to filing

such documents with the Court:

Plaintiffs' Counsel

John Roddy
Gary Klein
Grant & Roddy
44 School Street
Boston, MA 02108

Defendants' Counsel

David S. Rosenzweig
Keegan, Werlin & Pabian, LLP
21 Custom House Street
Boston, MA 02110

Any person who fails to object in the manner provided herein shall be deemed to have waived his or her objections and shall forever be barred from making any such objections in this Action or in any other action or proceeding.

Geraldine S. Jones
J.

Dated: January 28, 2002